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RECORDATION NO. 23678-C FILED

SEP 27 '01 1:19 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL  
URBAN A. LESTER

September 27, 2001

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Re: CIT Rail Trust 2001-1A

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Memorandum of Trust Indenture Supplement 1A, dated September 28, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Trust Indenture and Security Agreement which is being filed with the Board under Recordation Number \_\_\_\_\_.

The names and addresses of the parties to the enclosed document are:

Owner/Trustee: Wells Fargo Bank Northwest, N.A.  
79 South Main Street  
Salt Lake City, Utah 84111

Indenture Trustee: Allfirst Bank  
25 South Charles Street  
Baltimore, MD 21202

A description of the railroad equipment covered by the enclosed document is:

265 railcars TCMX 96101 - TCMX 96365

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Mr. Vernon A. Williams  
September 27, 2001  
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Trust Indenture Supplement 1A

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm  
Enclosures

MEMORANDUM OF TRUST INDENTURE SUPPLEMENT 1A  
(CIT Rail Trust 2001-1A)

This Memorandum of Trust Indenture Supplement 1A (CIT Rail Trust 2001-1A) (this "Memorandum") dated September 28, 2001 of Wells Fargo Bank Northwest, N.A., a national banking association, not in its individual capacity except as expressly provided herein but solely as Owner Trustee (the "Owner Trustee").

WITNESSETH:

The Owner Trustee and Allfirst Bank as Indenture Trustee (the "Indenture Trustee") have entered into that certain Trust Indenture and Security Agreement (CIT Rail Trust 2001-1A), dated as of September 28, 2001 (the "Trust Indenture"), a memorandum of which is being filed with the Surface Transportation Board concurrently herewith.

The undersigned has entered into that certain Trust Indenture Supplement 1A (CIT Rail Trust 2001-1A), dated September 28, 2001, to provide, among other things, for the grant of a security interest by the Owner Trustee to the Indenture Trustee in (i) certain railroad equipment listed on Exhibit A attached hereto, and (ii) the Lease Supplement 1A (CIT Rail Trust 2001-1A) dated the Closing Date, by and between the Owner Trustee and the Lessee (excluding, however, any rights to Excepted Property thereunder).

Capitalized terms used herein and not otherwise defined shall have the meanings assigned thereto in Appendix A to the Trust Indenture on file with Allfirst Bank, or its successor indenture trustee.

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SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed by their respective officers authorized on the date and year first above written.

WELLS FARGO BANK NORTHWEST, N.A.,  
not in its individual capacity except as expressly  
provided herein but solely as Owner Trustee

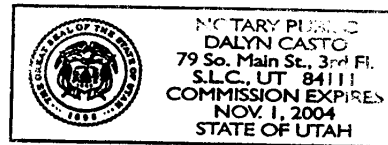
By:   
Name: MICHAEL D. HOGGAN  
Title: ASSISTANT VICE PRESIDENT

STATE OF UTAH )  
 ) SS.:  
COUNTY OF SALT LAKE )

On this 21st day of September, 2001 before me personally appeared Michael D. Hoggan to me personally known, who being duly sworn, says that he/she is the Asst. V.P. of Wells Fargo Bank Northwest, N.A., not in its individual capacity except as expressly provided herein but solely as Owner Trustee, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Dalyn Casto  
Notary Public

My commission expires: \_\_\_\_\_



STATE OF )  
 ) SS.:  
COUNTY OF )

On this \_\_\_\_ day of \_\_\_\_\_, 2001 before me personally appeared \_\_\_\_\_, to me personally known, who being duly sworn, says that he/she is the \_\_\_\_\_ of Allfirst Bank, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

My commission expires: \_\_\_\_\_

**Equipment Group 1**

<b>Car Type</b>	<b>Description</b>	<b>Number of Cars</b>	<b>Car Mark</b>	<b>Car Number</b>
C713	Carbon Black Cars	265	TCMX	96101
			TCMX	96102
			TCMX	96103
			TCMX	96104
			TCMX	96105
			TCMX	96106
			TCMX	96107
			TCMX	96108
			TCMX	96109
			TCMX	96110
			TCMX	96111
			TCMX	96112
			TCMX	96113
			TCMX	96114
			TCMX	96115
			TCMX	96116
			TCMX	96117
			TCMX	96118
			TCMX	96119
			TCMX	96120
			TCMX	96121
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			TCMX	96123
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